

Tuttle Anne S.
Form 4
May 17, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tuttle Anne S.

(Last) (First) (Middle)
1804 EMBARCADERO ROAD
(Street)

PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	05/16/2012	05/16/2012	M		320	A	\$ 6.51	15,968	D
Common Stock	05/16/2012	05/16/2012	S ⁽¹⁾		320	D	\$ 20.7813	15,648	D
Common Stock	05/16/2012	05/16/2012	M		1,139	A	\$ 6.51	16,787	D
Common Stock	05/16/2012	05/16/2012	S ⁽¹⁾		1,139	D	\$ 20.7813	15,648	D
	05/16/2012	05/16/2012	M		261	A	\$ 7.99	15,909	D

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Common Stock								
Common Stock	05/16/2012	05/16/2012	<u>S</u> ⁽¹⁾	261	D	\$ 20.7813 <u>(2)</u>	15,648	D
Common Stock	05/16/2012	05/16/2012	M	1,302	A	\$ 7.99	16,950	D
Common Stock	05/16/2012	05/16/2012	<u>S</u> ⁽¹⁾	1,302	D	\$ 20.7813 <u>(2)</u>	15,648	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.51	05/16/2012	05/16/2012	M	320	<u>(3)</u> 11/11/2018	Common Stock	320	
Employee Stock Option (Right to Buy)	\$ 6.51	05/16/2012	05/16/2012	M	1,139	<u>(4)</u> 11/11/2018	Common Stock	1,139	
Employee Stock Option (Right to Buy)	\$ 7.99	05/16/2012	05/16/2012	M	261	<u>(5)</u> 11/09/2019	Common Stock	261	

Employee Stock Option (Right to Buy)	\$ 7.99	05/16/2012	05/16/2012	M	1,302	<u>(6)</u>	11/09/2019	Common Stock	1,302
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tuttle Anne S. 1804 EMBARCADERO ROAD PALO ALTO, CA 94303			EVP & General Counsel	

Signatures

Joanne E. Burns,
Attorney-in-Fact

05/17/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 14, 2011.

The price reported in Col 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.65 to \$20.95, inclusive. The reporting person undertakes to provide, upon request, Financial Engines, Inc., any shareholder thereof, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) The option award vests as to 3,840 shares on 11/11/09, and the remaining shares vest monthly thereafter from 12/11/09 to 11/11/12.
 - (3) The option award vests as to 13,660 shares on 11/11/09, and the remaining shares vest monthly thereafter from 12/11/09 to 11/11/12.
 - (4) The option award vests as to 3,128 shares on 11/09/10, and the remaining shares vest monthly thereafter from 12/09/10 to 11/09/12.
 - (5) The option award vests as to 15,621 shares on 11/09/10, and the remaining shares vest monthly thereafter from 12/09/10 to 11/09/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.